

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Rio Tinto plc,

Plaintiff,

-against-

Vale S.A., Benjamin Steinmetz, BSG
Resources Limited, VBG–Vale BSGR Limited
aka BSG Resources (Guinea) Ltd. aka
BSG Resources Guinée Ltd, BSG Resources
Guinée SARL aka BSG Resources (Guinea)
SARL aka VBG-Vale BSGR, Frederic Cilins,
Mamadie Touré, and Mahmoud Thiam,

Defendants.

14 Civ. 3042 (RMB) (AJP)

**NOTICE OF MOTION TO DISMISS OF DEFENDANTS VALE S.A., BENJAMIN
STEINMETZ, BSG RESOURCES LTD., VBG GUINEA, VBG-VALE (GUERNSEY),
AND MAHMOUD THIAM**

PLEASE TAKE NOTICE that upon the Memorandum of Law in Support of Defendants’ Motion to Dismiss Rio Tinto plc’s Amended Complaint submitted by Defendants Vale S.A., Benjamin Steinmetz, BSG Resources Limited, VBG Guinea, VBG-Vale (Guernsey), and Mahmoud Thiam (collectively, “Defendants”) and the Declaration of Vincent Filardo, Jr., Esq. in Support of Defendants’ Motion to Dismiss Rio Tinto plc’s Amended Complaint, and exhibits thereto, and all other papers and proceedings herein, Defendants will move this Court before the Honorable Richard M. Berman, United States District Judge, at the United States Courthouse, 500 Pearl Street, New York, NY 10007, at a date and time to be determined by the Court, for an order dismissing the Amended Complaint against Defendants pursuant to Federal Rule of Civil Procedure 12(b)(6). Defendants Benjamin Steinmetz, BSG Resources Limited, VBG Guinea, and VBG-Vale (Guernsey) will also move to dismiss the Amended Complaint against them for lack of personal jurisdiction pursuant to Federal Rule of Civil Procedure 12(b)(2).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Court's order at the hearing on January 20, 2015, any answering papers in response to this motion shall be served upon the undersigned counsel on or before March 6, 2015, and any reply papers shall be served upon plaintiff on or before March 20, 2015, unless otherwise agreed and so ordered by the Court.

Dated: New York, New York
February 6, 2015

Respectfully submitted on behalf of all Movants,

CLEARY GOTTlieb STEEN & HAMILTON LLP

MISHCON DE REYA NEW YORK LLP

By: /s/ L. Liman

Lewis J. Liman
Jonathan I. Blackman
Boaz S. Morag

One Liberty Plaza
New York, New York 10006
(212) 225-2000
(212) 225-3999

Attorneys for Defendant Vale S.A.

By: /s/ V. Filardo, Jr.

Vincent Filardo, Jr.
Robert Gold
Elizabeth M. Rotenberg-Schwartz

750 Seventh Avenue, 26th Floor
New York, New York 10019
(212) 612-3270
(212) 612-3297

*Attorneys for Defendants BSG Resources
Limited and Benjamin Steinmetz*

LAW OFFICES OF MARTIN J. AUERBACH, ESQ.

SULLIVAN & WORCESTER LLP (MA)

By: /s/ M. J. Auerbach

Martin J. Auerbach

1330 Avenue of the Americas
Suite 1100
New York, New York 10019
(212) 704-4347
(212) 304-0175

*Attorneys for Defendants VBG-Vale BSGR
Limited a/k/a BSG Resources (Guinea) Ltd.
a/k/a BSG Resources Guinee Ltd., and BSG
Resources Guinee SARL a/k/a BSG
Resources (Guinea) Ltd. a/k/a VBG-Vale
BSGR Guinea*

By: /s/ P. Summit

Paul Eliot Summit

One Post Office Square
Boston, MA 02109
(617) 210-8437
(617) 338-2880

Attorneys for Defendant Mahmoud Thiam